



The Atchison, Topeka and Santa Fe Railway Company

1700 East Golf Road
Schaumburg, Illinois 60173-5860

PLEASE STAMP AND RETURN TO SANTA FE

1--246A067

August 30, 1991

VIA FEDERAL EXPRESS

RECORDATION NO. 17436-A FILED 1425

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

SEP 3 1991 -3 55 PM

INTERSTATE COMMERCE COMMISSION

SEP 3 3 53 PM '91
MOTOR OPERATING UNIT

Re: The Atchison, Topeka and Santa Fe Railway Company,
Interim Lease Agreement dated July 1, 1991

Dear Mr. Strickland:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a secondary document, Interim Lease Agreement Termination dated as of September 3, 1991, to an Interim Lease Agreement dated as of July 1, 1991.

That Interim Lease Agreement is the primary document to which this Termination is connected and is recorded under Recordation No. 17436.

The name and addresses of the parties to this document are:

Lessee:

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

Lessor:

Electro-Motive Division
General Motors Corporation
LaGrange, Illinois 60525

Mr. Sidney L. Strickland, Jr.
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Page 2

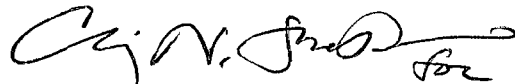
The equipment covered by the Interim Lease Agreement is described on Schedule A attached hereto.

For the convenience of the parties, I have enclosed one (1) additional counterpart of the Termination, which I would like to have returned to me bearing the recordation information. In addition, please find a pre-addressed, stamped envelope for the convenience of returning the Terminations to Santa Fe.

Delivered herewith is the amount of \$15.00 for payment of the Commission's prescribed recordation fee.

If you have any questions or comments concerning this request, please contact Mr. Craig N. Smetko at 708/995-6819.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Jeffrey R. Moreland". The signature is fluid and cursive, with a long horizontal stroke at the end.

Jeffrey R. Moreland
Vice President-Law and
General Counsel

JRM/CNS/ddc
Enclosures
cns0012

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

No. of Units	Description
11	3800 H.P. GP60B, four axle, diesel-electric, cabless locomotives (including event recorders), General motors Corporation (Electro-Motive Division), builder, to be numbered 326, 328, 330, 332, 334, 336, 338, 340, 342, 344 and 346.
12	3800 H.P. GP60B, four axle, diesel-electric, cabless locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered 325, 327, 329, 331, 333, 335, 337, 339, 341, 343, 345 and 347.

Interstate Commerce Commission

Washington, D.C. 20423

9/3/91

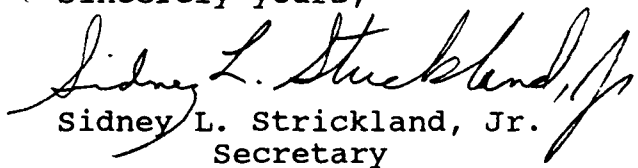
OFFICE OF THE SECRETARY

Jeffrey R. Moreland-VP
The Atchison, Topeka and Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/3/91 at 3:55PM, and assigned recordation number(s). 17436-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

ELECTRO-MOTIVE
Division of General Motors Corporation

RECORDATION NO. 17436-A
FILED 1991

INTERIM LEASE AGREEMENT TERMINATION
(FINAL)

SEP 3 1991 -3 55 PM

INTERSTATE COMMERCE COMMISSION

This terminates the Interim Lease Agreement, dated July 1, 1991, between The Atchison, Topeka, and Santa Fe Railway Company ("Railroad"), a Delaware corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation with respect to the following locomotives: 325 through 347 inclusive (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed an Interim Lease Agreement, dated July 1, 1991, relating to the equipment described above ("Locomotives");

WHEREAS, the Interim Lease Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on July 16, 1991 at 9:35am, Recordation No. 17436.

WHEREAS, the parties hereto desire to terminate and cancel the Interim Lease Agreement and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Interim Lease Agreement, effective September 3, 1991.
2. The parties agree to record this Agreement with the ICC so as to release the lien against all of the Terminated Equipment constituted by the Interim Lease Agreement.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

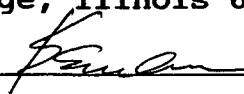
IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION
9301 W. 55th Street
LaGrange, Illinois 60525

Attest:



By:



Title: ASSISTANT SECRETARY.

THE ATCHISON, TOPEKA, AND
SANTA FE RAILWAY COMPANY

Attest:

[Signature]
Asst Secretary

By:

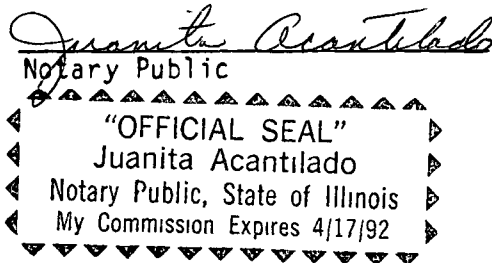
[Signature]
Its: Vice President, Treasurer and
Chief Financial Officer

State of Illinois)
County of Cook) ss.

On this 29TH day of AUGUST, , before me personally appeared Keith A. McCanless, to me personally known, who, being by me duly sworn, did say that he is an Assistant Secretary of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

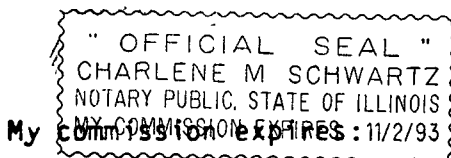
My commission expires:

April 17, 1992



State of Illinois)
County of Cook) ss.

On this 30th day of August, , before me personally appeared Dennis E. Springer, to me personally known, who, being by me duly sworn, did say that he is a Vice President Treasurer of & Chief Financial Officer of Atchafalaya, Iowa & Santa Fe Railway Co, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Charlene M. Schwartz
Notary Public